

Edgar Filing: WILLIAMS COMPANIES INC - Form SC 13D/A

WILLIAMS COMPANIES INC  
Form SC 13D/A  
February 21, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 13)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Apco Argentina Inc.

-----  
(Name of Issuer)

Ordinary Shares, par value \$.01 per share

-----  
(Title of Class and Securities)

037489101000

-----  
(CUSIP Number)

William G. von Glahn  
The Williams Companies, Inc.  
One Williams Center  
Tulsa, Oklahoma 74172  
(918) 573-2000

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

December 28, 2001

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a Statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following [ ]

Note: Six copies of this Statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

CUSIP No. 037489 10

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
  
The Williams Companies, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
  
(a) ( )  
(b) (X )

3. SEC USE ONLY

4. SOURCE OF FUNDS  
  
00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ( )

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

|  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE VOTING POWER<br>- 0 -             |
|  | 8. SHARED VOTING POWER<br>5,075,398       |
|  | 9. SOLE DISPOSITIVE POWER<br>- 0 -        |
|  | 10. SHARED DISPOSITIVE POWER<br>5,075,398 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,075,398

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN  
SHARES ( )

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
68.96%

14. TYPE OF REPORTING PERSON  
00

CUSIP No. 03748910

13D

This statement amends and supplements the Statement on Schedule 13D dated October 23, 1987, as amended, (collectively, the "Schedule 13D"), filed with the Securities and Exchange Commission by The Williams

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Companies, Inc., a Delaware corporation ("Williams"), in connection with its ownership of ordinary shares, par value \$.01 per share (the "Apco Ordinary Shares"), of Apco Argentina Inc., a Cayman Islands corporation (the "Company"). Unless otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION.

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Item 4 is hereby amended in the following respect:

As previously disclosed in the Company's Form 8-K dated December 28, 2001, the Company, Apco Delaware, Inc., a Delaware corporation and a wholly-owned direct subsidiary of the Company and Globex Energy, Inc., a Delaware corporation ("Globex"), mutually terminated the Agreement and Plan of Merger, dated April 5, 2001 (the "Merger Agreement"). As a result of the termination of the Merger Agreement, the Shareholders Agreement between Williams Global Energy (Cayman) Limited, a Delaware corporation ("Williams Global") and certain shareholders of Globex was never executed and the Voting and Lock-Up Agreement between Globex and Williams Global was terminated according to its terms.

A copy of the Termination Agreement is attached hereto as Exhibit 13.1 and is incorporated herein by reference.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERTAKINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby further amended and supplemented by incorporating the response contained in Item 4 of this Amendment.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended in the following respect:

13-1 Termination Agreement, dated as of December 28, 2001, by and among the Company, Apco Delaware, Inc., a Delaware corporation, and Globex.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: February 21, 2002

THE WILLIAMS COMPANIES, INC.

By: /s/ Suzanne H. Costin

-----  
Name: Suzanne H. Costin  
Title: Corporate Secretary

Exhibit Index

13-1 Termination Agreement, dated as of December 28, 2001, by and among the Company, Apco Delaware, Inc., a Delaware corporation, and Globex.